

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
NORTHWESTERN CORPORATION,)	Bankruptcy Case No. 03-12872 (JLP)
)	
Reorganized Debtor.)	
_____)	
)	
MAGTEN ASSET MANAGEMENT)	
CORPORATION AND LAW DEBENTURE)	
TRUST COMPANY OF NEW YORK,)	
)	
Appellants,)	
)	
v.)	C.A. No. 05-0209-JJF
)	
NORTHWESTERN CORPORATION, PLAN)	
COMMITTEE, and AD HOC COMMITTEE)	
OF CLASS 7 DEBTHOLDERS,)	
)	
Appellees.)	
_____)	

NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL

PLEASE TAKE NOTICE that Elio Battista, Jr., Esquire is no longer with the firm of Blank Rome, LLP, counsel for Appellant Magten Asset Management Corporation ("Magten"), and should hereby be removed as counsel to Magten from all service lists.

PLEASE ENTER the appearances of Dale R. Dubé, Esquire and Bonnie Glantz Fatell, Esquire, both of Blank Rome LLP, as counsel for Magten.

Dated: Wilmington, Delaware
May 1, 2006

Respectfully submitted,

BLANK ROME LLP



Dale R. Dubé (I.D. No. 2863)
Bonnie Glantz Fatell. (I.D. No. 3809)
1201 Market Street, Suite 800
Wilmington, DE 19801
Telephone: (302) 425-6400
Facsimile: (302) 425-6464

- and -

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP

Bonnie Steingart
Gary L. Kaplan
John W. Brewer
One New York Plaza
New York, NY 10004
Telephone: (212) 859-8000
Facsimile: (212) 859-4000

Counsel for Appellant Magten Asset
Management Corporation

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of May, 2006, I served by hand delivery and electronically filed the NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL using CM/ECF which will send notification of such filing(s) to the following:

Robert J. Dehney, Esquire
Curtis S. Miller, Esquire
MORRIS NICHOLS ARSHT
& TUNNELL
1201 Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
rdehney@mnat.com
cmiller@mnat.com

Denise Seastone Kraft, Esquire
EDWARDS ANGELL PALMER &
DODGE LLP
919 North Market Street, 15th Floor
Wilmington, DE 19801
dkraft@edwardsangell.com

Neil B. Glassman, Esquire
Charlene D. Davis, Esquire
Eric M. Suttty, Esquire
THE BAYARD FIRM
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899
nglassman@bayardfirm.com
cdavis@bayardfirm.com
esuttty@bayardfirm.com
Phone: 302 655-5000
nglassman@bayardfirm.com
cdavis@bayardfirm.com

David A. Jenkins, Esquire
SMITH KATZENSTEIN & FURLOW LLP
800 Delaware Avenue
P. O. Box 410
Wilmington, DE 19899
daj@skfdelaware.com

Victoria Watson Counihan, Esquire
Dennis A. Meloro, Esquire
GREENBERG TRAURIG LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
counihanv@gtlaw.com
melorod@gtlaw.com

Kathleen M. Miller, Esquire
SMITH KATZENSTEIN & FURLOW LLP
800 Delaware Avenue
P. O. Box 410
Wilmington, DE 19899
kmm@skfdelaware.com

I also certify that, on this 1st day of May, 2006, I served the aforementioned document, by e-mail and Federal Express, upon the following non-registered participants:

John V. Snellings, Esquire
Amanda D. Darwin, Esquire
NIXON PEABODY LLP
100 Summer Street
Boston, Massachusetts 02110-1832
jsnellings@nixonpeabody.com
adarwin@nixonpeabody.com

Steven J. Reisman, Esquire
Joseph D. Pizzurro, Esquire
Nancy E. Delaney, Esquire
Miriam K. Harwood, Esquire
CURTIS, MALLET-PREVOST,
COLT & MOSLE LLP
101 Park Avenue
New York, New York 10178-0061
sreisman@cm-p.com
jpizzurro@cm-p.com
ndelaney@cm-p.com
mharwood@cm-p.com

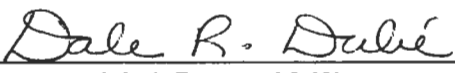
Alan W. Kornberg, Esquire
Margaret A. Phillips, Esquire
Ephraim I. Diamond, Esquire
PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019
akornberg@paulweiss.com
mphillips@paulweiss.com
ediamond@paulweiss.com

Bijan Amini, Esquire
Avery Samet, Esquire
STORCH AMINI & MUNVES PC
2 Grand Central Tower
140 East 45th Street, 25th Floor
New York, New York 10017
bamini@samlegal.com
asamet@samlegal.com

Dennis E. Glazer, Esquire
Paul Spagnoletti, Esquire
DAVIS POLK & WARDWELL
450 Lexington Avenue, Room 3004
New York, NY 10017
dennis.glazer@dpw.com
paul.spagnoletti@dpw.com

Jesse H. Austin, III, Esq.
Karol K. Denniston, Esq.
Paul, Hastings, Janofsky & Walker LLP
600 Peachtree Street, Suite 2400
Atlanta, GA 30308
jessaustin@paulhastings.com
karoldenniston@paulhastings.com

Stanley T. Kaleczyc, Esquire
Kimberly A. Beatty, Esquire
BROWNING, KALECZYC, BERRY
& HOVEN, P.C.
139 North Last Chance Gulch
P.O. Box 1697
Helena, Mt 59624
stan@bkbh.com
kim@bkbh.com


Dale R. Dubé (I.D. No. 2863)